

RECORDATION NO. 23 746-D FILED

AUG 04 '03

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SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

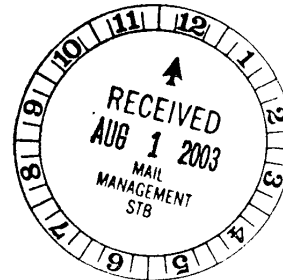
FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

June 30, 2003



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated October 30, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23746.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Lion Chemical Industries, Inc.
1605 Main Street
Daphne, AL 36526

A description of the railroad equipment covered by the enclosed document is two (2) 5851 cubic foot capacity covered hopper cars, with car numbers FURX 870099 and FURX 870021.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Rómo
Manager of Documentation

Enclosures

(LICH005)

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ASSGN. NO.: LICH005

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 27th day of May, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Lion Chemical Industries, Inc., an Alabama corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 23, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of June 8, 2003, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: KA. Dembrowski
Title: DIRECTOR OF DOCUMENTATION
Executed on this 27th day of May, 2003

[CORPORATE SEAL]

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

STATE OF ILLINOIS
COUNTY OF COOK

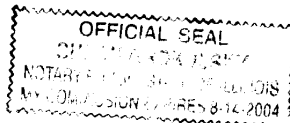
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of May, 2003.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

LION CHEMICAL INDUSTRIES, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: Larry Hower
Name: Larry Hower
Title: President

Executed on this 16th day of May 2003.

[CORPORATE SEAL]

STATE OF Alabama

COUNTY OF Baldwin

I, J. Brian Snider, a Notary Public of the County and State aforesaid, certify that Larry Hower personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16 day of May, 2003.

J. Brian Snider
Notary Public

My Commission Expires: APR 14, 2007
NOTARY PUBLIC STATE OF ALABAMA
MY COMMISSION EXPIRES: APR 14, 2007
BONDED THRU NOTARY PUBLIC IN CUMULATIVE

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS:	Two (2)
DESCRIPTION OF CARS:	5851 cu. ft., 286 GRL, lined Covered Hopper Cars with pneumatic gates and round hatch covers
CAR NUMBERS:	FURX 870099, FURX 870021